

**16-6a-1411. Procedure for and effect of administrative dissolution.**

(1) If the division determines that one or more grounds exist under Section 16-6a-1410 for dissolving a nonprofit corporation, the division shall mail to the nonprofit corporation written notice of the determination, stating the one or more grounds for administrative dissolution.

(2) (a) If the nonprofit corporation does not correct each ground for dissolution, or demonstrate to the reasonable satisfaction of the division that each ground determined by the division does not exist, within 60 days after mailing of the notice contemplated in Subsection (1), the division shall administratively dissolve the nonprofit corporation.

(b) If a nonprofit corporation is dissolved under Subsection (2)(a), the division shall mail written notice of the administrative dissolution to the dissolved nonprofit corporation stating the date of dissolution specified in Subsection (2)(d).

(c) The division shall mail written notice of the administrative dissolution to:

(i) the last registered agent of the dissolved nonprofit corporation; or  
(ii) if there is no registered agent of record, at least one officer of the nonprofit corporation.

(d) A nonprofit corporation's date of dissolution is five days after the date the division mails written notice of dissolution under Subsection (2)(b).

(3) (a) Except as provided in Subsection (3)(b), a nonprofit corporation administratively dissolved continues its corporate existence, but may not carry on any activities except as is appropriate to:

(i) wind up and liquidate its affairs under Section 16-6a-1405; and  
(ii) to give notice to claimants in the manner provided in Sections 16-6a-1406 and 16-6a-1407.

(b) If the nonprofit corporation is reinstated in accordance with Section 16-6a-1412, business conducted by the nonprofit corporation during a period of administrative dissolution is unaffected by the dissolution.

(4) The administrative dissolution of a nonprofit corporation does not terminate the authority of its registered agent.

(5) A notice mailed under this section shall be:

(a) mailed first class, postage prepaid; and  
(b) addressed to the most current mailing address appearing on the records of the division for:  
(i) the registered agent of the nonprofit corporation, if the notice is required to be mailed to the registered agent; or  
(ii) the officer of the nonprofit corporation that is mailed the notice if the notice is required to be mailed to an officer of the nonprofit corporation.

Amended by Chapter 386, 2009 General Session